AN ACT

TO

INCORPORATE A COMPANY

FOR THE

CONSTRUCTION OF A SHIP CANAL

TO CONNECT THE WATERS OF

LAKE CHAMPLAIN

AND

THE RIVER SAINT LAWRENCE.

12th Victoriæ, Cap. 180.

MONTREAL:
PRINTED BY STEWART DERBISHIRE & GEORGE DESBARATS
Law Printer to the Queen's Most Excellent Majesty.

1849.

PUBLIC ARCHIVES
OF CANADA

1849
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OF CANADA
37539

ANNO DUODECIMO

VICTORIÆ REGINÆ.

CAP. CLXXX.

An Act to incorporate a Company for the Construction of a Ship Canal to connect the waters of Lake Champlain and the River St. Lawrence.

30*th May*, 1849.

Preamble.

WHEREAS the construction of a Ship Canal to connect the River St. Lawrence with Lake Champlain, leaving the St. Lawrence at some point between Lake St. François and the village of Longueuil, and coming out at some point on the River Richelieu or on Lake Champlain, would tend much to advance the general interests of the Province, by greatly increasing the business which would be carried on through the St. Lawrence Canals, with Boston, New York, and other eastern Cities in the United States, and would greatly contribute to promote the trade, and facilitate the communication between the eastern and western sections of the Province, and particularly the transportation of timber and deals from the Ottawa and Quebec Districts; And whereas the several persons hereinafter named are desirous to make and maintain the said Canal: Be it therefore enacted by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and of the Legislative Assembly of the Province of Canada, constituted and assembled by virtue of and under the authority of an Act passed in the Parliament of the United Kingdom of Great Britain and Ireland, intituled, *An Act to re-unite the Provinces of Upper and Lower Canada, and for the Government of Canada*, and it is hereby enacted by the authority of the same, That John Young, ~~Harrison Stephens, Benjamin Holmes, Luther H. Holton, Jason C. Pierce, John M. Davidson, William Bristow~~, William Dow, ~~Robert Jones, Timothy Follett, Charles Seymour, Eli Chittenden, Le Grand Cannon, James~~

Certain persons and their successors incorporated for the purpose of making a Canal from the

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St. Lawrence to Lake Champlain.

~~Leslie, Alfred H. Pierce, James Rogers, Henry H. Ross, R. W. Sherman, S. D. Keyes, Jacob Green, H. Hooker, George E. Kinsland, and M. I. Magoon, Esquires~~, together with such other person or persons as shall, under the provisions of this Act, become subscribers to and proprietors of any share or shares in the Canal hereby authorized to be made, and other works and property hereinafter mentioned, and their several and respective heirs, executors, administrators, curators and assigns, being proprietors of such share or shares, are and shall be united into a company for carrying on, making, completing and maintaining the said Canal and other works, according to the rules, orders and directions hereinafter expressed, and shall for that purpose be one body politic and corporate, by the name of the *St. Lawrence and Champlain Canal Company*, and by that name shall have perpetual succession, and shall have a common seal, and other the usual powers and rights of bodies corporate, not inconsistent with the other provisions of this Act, and by that name shall and may sue and be sued, and may purchase and hold lands (which word throughout this Act shall be understood to include the land and all that is upon or below the surface thereof, and all the real rights and appurtenances thereunto belonging) for them and their successors or assigns, for the use of said Canal and works, without Her Majesty's *lettres d'amortissement*, (saving, nevertheless, to the seignior or seigniors within whose *censive* the lands, tenements and hereditaments so purchased may be situate, his and their several and respective *droits d'indemnité*, and all other seigniorial rights whatever,) and also to alienate and convey any of the said lands purchased for the purpose aforesaid; and any person or persons, bodies politic or corporate, or communities may give, grant, bargain, sell or convey to the said company any lands for the purposes aforesaid, and the same may re-purchase of the said company without *lettres d'amortissement*; and the said company shall be and are hereby authorized and empowered from and after the passing of this Act, by themselves, their deputies, agents, officers, workmen and servants, to make and complete a Canal, to be called the *St. Lawrence and Champlain Canal*, from a point on the River St. Lawrence between any part of Lake St. François and the village of Longueuil, and such point on the River Richelieu or on Lake Champlain as may be found most desirable and convenient for the general interests of trade and of the public.

Corporate name and powers.

Limits within which the Canal shall be made.

Plan of the canal, &c., to be approved by

II. Provided always, and be it enacted, That before the said company shall break ground, or commence the construction of the said Canal, the plan, location, dimensions

and all necessary particulars of the said Canal, and the Locks, Bridges and other works therewith connected, and the points at which it is to leave the River St. Lawrence, and to enter the Richelieu River or Lake Champlain, shall have been submitted to and received the sanction of the Governor in Council; and that the said Canal and the Locks and works thereon shall not be of a less size, depth or capacity than the Beauharnois Canal on the River St. Lawrence.

the Governor in Council.

Size of Canal, &c.

III. And be it enacted, That for the purposes of this Act, the said company, their deputies, servants, agents and workmen, are hereby authorized and empowered to enter into and upon any lands and grounds of the Queen's Most Excellent Majesty, not hereinafter excepted, or of any person or persons, bodies politic or corporate or collegiate, or communities or parties whatsoever, and to survey and take levels of the same, or any part thereof, and to set out and ascertain such parts thereof as they shall think necessary and proper for making the said intended Canal and other works hereby authorized, and all such works, matters and conveniences as they shall think proper and necessary for making, effecting, preserving, improving, completing, maintaining and using the said intended Canal and other works, and to dig, cut, trench, get, remove, take, carry away and lay earth, clay, stone, soil, rubbish, trees, roots of trees, beds of gravel or sand, or any other matters or things which may be dug or got in making the said intended Canal or other works, on or out of the lands or grounds of any person or persons adjoining or lying convenient thereto, and which may be proper, requisite or necessary for making or repairing the said intended Canal or the works incidendal or relative thereto, or which may hinder, prevent or obstruct the making, using or completing, extending or maintaining the same, respectively, according to the intent and purpose of this Act; and to make, build, erect and set up, in or upon the said intended Canal or upon their lands adjoining or near the same respectively, such and so many houses, warehouses, toll-houses, watch-houses, telegraphs, or other signals, weighing beams, cranes, steam-engines, or other engines, tow-paths, machines, and other works, as the said Company shall think requisite and convenient for the purposes of the said Canal; and also from time to time to alter, repair, divert, widen, enlarge and extend the same, and also to make, maintain, repair and alter any bridges, passages over, under or through the said intended Canal, and to construct, erect and keep in repair any bridges, arches and other works upon and across any

Power to the Company to set out and survey lands necessary for their works, &c.

To get and place materials.

To erect building, machinery, &c.

Bridges and other works for passing streams, &c.

rivers or brooks for the making, using, maintaining and repairing of the said intended Canal; and to turn any such brook, river or water-course, and to change its course; and the said Company, their Agent or Contractors, shall have the right to enter upon any property or lands adjacent to the said Canal on which there may be found quarries of stone requisite for constructing the locks or other works of the said Canal, and to quarry and take stone therefrom for the said purposes, compensating the owners as hereinafter provided, and to construct, erect, make and do all other matters and things which they shall think convenient and necessary for the making, effecting, extending, preserving, improving, completing of the said intended Canal and other works, and in pursuance of, and according to the true intent and meaning of this Act, they the said Company doing as little damage as may be in the execution of the several powers to them hereby granted, and making satisfaction in manner hereinafter mentioned to the owners or proprietors of, or the persons interested in the lands, tenements and hereditaments, water, water-courses, brooks or rivers, respectively, which shall be taken, used, removed, prejudiced, or of which the course shall be altered, or for all damages to be by them sustained in or by the execution of all or any of the powers given by this Act; and this Act shall be sufficient to indemnify the said Company and their servants, agents or workmen, and all other persons whatsoever for what they or any of them shall do by virtue of the powers hereby granted, subject nevertheless to such provisions and restrictions as are hereinafter mentioned.

To open quarries.

Other works necessary for the Canal.

As little damage as possible to be done, and compensation to be made.

Company to take surveys and levels of the lands through which the Canal is to be carried and make a map and book of reference.

IV. And be it enacted, That for the purposes of this Act, the said Company shall and may by some sworn Land Surveyor for Lower Canada, and by an engineer or engineers by them to be appointed, cause to be taken and made, surveys and levels of the lands through which the said intended Canal is to be carried, together with a map or plan of such Canal, and of the course and direction thereof, ~~as finally approved by the Governor in Council,~~ and of the said lands through which the same is to pass, and the lands intended to be taken for the several purposes authorized by this Act, so far as then ascertained, and also a book of reference for ths said Canal, in which shall be set forth a description of the said several lands, and the names of the owners, occupiers and proprietors thereof, so far as they can be ascertained by the said Company, and in which shall be contained every thing necessary for the right understanding of such map or plan; which said map or plan and book of reference shall be examined and certified by the person performing

The same to be examined and deposited.

the duties formerly assigned to the Surveyor General, or his Deputy, who shall deposit copies thereof in the office of the Prothonotary of the ~~Court of Queen's Bench~~ for the District of Montreal, and also in the office of the Secretary of the Province, and shall also deliver one copy thereof to the said Company, and all persons shall have liberty to resort to such copies so to be deposited as aforesaid, and to make extracts or copies thereof as occasion shall require, paying to the said Secretary of the Province, or to the said Prothonotary, at the rate of *six pence* current money of this Province for every one hundred words; and the said triplicates of the same plan or map and book of reference so certified, or a true copy thereof, certified by the Secretary of the Province, or by the Prothonotary of the Court of Queen's Bench for the said District, shall severally be and are hereby declared to be good evidence in the Courts of Law and elsewhere in this Province.

Copies may be taken, &c.

V. Provided always, and be it enacted, That the said Company shall, at each and every place where the said Canal shall cross any highway, erect and keep good and sufficient draw-bridges to the satisfaction of the Governor in Council, and which shall be kept shut except when vessels are passing, so that the public thoroughfare may be as little impeded as possible; and shall not in making the said Canal cut through or interrupt the passage on any public road until they shall have made a convenient road passed their works for the use of the public; and for every day on which they shall neglect to comply with the requirements of this section, the said Company shall incur a penalty of ~~fifty shillings~~ currency.

Bridges where the Canal shall cross highways.

VI. And be it enacted, That the lands or grounds to be taken or used without the consent of the proprietors, for the said Canal, and the ditches, drains and fences to separate the same from the adjoining lands, shall not exceed one hundred and fifty yards in breadth, except in places where basins or other works are required to be cut or made as a necessary part of the Canal, as shewn on the plan ~~approved by the Governor in Council.~~

What quantity of land may be taken.

VII. And be it enacted, That the said Company may make, carry or place their said intended Canal or works into, and across or upon the lands of any person or party whomsoever in the line shewn on the plan aforesaid, (or within the distance of five hundred yards from such line, except at the points of entering the rivers aforesaid or Lake Champlain or the Chambly Canal, where they shall be

Provision for deviation, errors in book of reference, &c.

confined to the line shown on the said plan), although the name of such party be not entered in the said book of reference, through error, want of sufficient information, or any other cause, or although some other person or party be erroneously mentioned as the owner of or party entitled to convey, or interested in such lands.

Company may use Beaches, &c., doing no damage to the navigation.

VIII. And be it enacted, That it shall be lawful for the said Company to take, use, occupy and hold, but not to alienate, so much of the Public Beach or Beach Road, or of the land covered with the waters of the rivers or lake which the said Canal may cross, start from or terminate at, as may be required for the wharves and other works of the said Canal, for making easy entrances thereto and other works which they are hereby authorized to construct, doing no damage to nor causing any obstruction in the navigation of the said rivers or lake, and conforming in all respects to the plan and mode of construction sanctioned as aforesaid by the Governor in Council, except in so far only as he may at any time authorize a deviation from such plan and mode of construction; And provided also, that it shall be lawful for the said Company, with the sanction of the Governor in Council, and upon such terms and conditions as may be agreed upon between the said Company and the Provincial Government, to cause their Canal to enter into the Chambly Canal instead of taking it directly to the River Richelieu or to Lake Champlain, and to widen, deepen, alter and improve so much of the said Chambly Canal as may be necessary in order to make it, from the point where the Canal hereby authorized shall intersect it to the River Richelieu, not less in size, depth and capacity than the Beauharnois Canal aforesaid; Provided always and be it enacted, That in the event of the said Company so widening, deepening, altering or improving the said Chambly Canal, it shall be incumbent upon them to execute, at their own expense, any works that may be thereby rendered necessary for enlarging or otherwise altering the Draw Bridge built by the Honorable Robert Jones over the said Chambly Canal at Saint John's, and thereafter to work and keep in repair the said Draw Bridge, keeping it shut at all times, except when vessels are passing, so that the passage thereof may be as little impeded as possible, but they shall not at any time interrupt the passage over the said Draw Bridge for the purpose of altering, enlarging or repairing the same, until they shall have made or provided a sufficient temporary Bridge over the said Canal, in connection with and continuation of the remainder of the Toll Bridge of the said Honorable Robert Jones, which temporary Bridge shall

Proviso as to the Chambly Canal.

Proviso: Saving of the rights of the Hon. R. Jones.

be so placed and kept up as to afford, in connection with the said Toll Bridge, a convenient and safe passage over the River Richelieu and the said Canal, at all times during the continuance of any such works or repairs.

Company may lease water power, &c.

IX. And be it enacted, That the said Company shall have the power to use, sell, lease, rent or otherwise dispose of, for their sole use and benefit, any water brought by the said Canal which may not be required for the purposes thereof, but which may be used or found useful and applicable to drive any machinery in mills, warehouses, manufactories or otherwise, on such terms as they may deem expedient and advisable.

After any lands have so been set out, all bodies corporate, &c., may sell their property therein to the Company.

X. And be it enacted, That after any lands or grounds shall be set out and ascertained in manner aforesaid, for making and completing the said Canal and other works, and other the purposes and conveniences hereinbefore mentioned, it shall and may be lawful for all bodies politic, corporate or collegiate, corporation aggregate or sole, communities, *grevés de substitution*, guardians, curators, executors, administrators, and all other trustees or persons whatsoever, not only for and on behalf of themselves, their heirs and successors, but also for and on behalf of those whom they represent, whether infants, issue unborn, lunatics, idiots, *femes-covert*, or other persons or parties, who are or shall be seized, possessed of or interested in any lands or grounds which shall be so set out and ascertained as aforesaid, or any part thereof, to contract for, sell and convey unto the said Company, all or any part of such lands or grounds which shall under this Act be set out and ascertained as aforesaid; and that all contracts, agreements, sales, conveyances and assurances so to be made, shall be valid and effectual in law to all intents and purposes whatsoever; any law, statute, usage or custom to the contrary thereof in any wise notwithstanding; and that all bodies politic or corporate, or collegiate, or communities, and all persons whatsoever, so conveying as aforesaid, are hereby indemnified for what he, she or they or any of them shall respectively do by virtue of or in pursuance of this Act: Provided always, that before the map or plan and book of reference shall be deposited as aforesaid, and before the lands required for the said Canal and works shall be set out and ascertained, it shall be lawful for any party who might under this Act convey any lands to the said Company, if the same were so then set out and ascertained, to agree with the Company for the price to be paid for such lands if they shall be there-

Proviso. Parties may before any lands are so set out, agree with the Company as to the price if they be afterwards required.

after so set out and ascertained; and such agreement shall be binding, and the price agreed upon shall be the price to be paid by the Company for the same lands, if they shall be afterwards so set out and ascertained, within one year from the date of such agreement, and although such land may in the mean time have become the property of a third party; and possession of the same may be taken, and the agreement and price may be dealt with, as if such price had been fixed by an award of Arbitrators as hereinafter mentioned.

Where no power is vested in any party to sell, a fixed annual rent to be established.

XI. Provided always and be it enacted, That any body politic, community, corporation or other like party, who cannot in common course of law sell or alienate any lands or grounds so set out and ascertained, shall agree upon a fixed annual rent as an equivalent, and not upon a principal sum, to be paid for the lands or grounds so set out and ascertained as necessary for making the said Canal, and other the purposes and conveniences relative thereto and connected therewith; and in case the amount of such rent shall not be fixed by voluntary agreement or compromise, it shall be fixed in the manner hereinafter prescribed; and all proceedings shall in that case be regulated as hereinafter prescribed; and for the payment of the said annual rent, and every other annual rent agreed upon or ascertained, and to be paid by the said Company for the purchase of any lands, or for any part of the purchase money of any lands which the vendor shall agree to leave in the hands of the said Company, the said Canal and works and the Tolls to be levied and collected thereon shall be, and are hereby made liable and chargeable, in preferenee to all other claims or demands thereon whatsoever, the deed creating such charge and liability being duly registered.

Privilege granted for securing such rent or any purchase money not paid.

Agreement with proprietors *par indivis* to a certain extent shall bind the rest.

XII. Provided always and be it enacted, That whenever there shall be more than one party proprietor of any land or property *par indivis*, any agreement made in good faith between the said Company and any party or parties proprietor, or being together proprietors of one third or more of such land or property, as to the amount of compensation for the same or any damages thereto, shall be binding as between the remaining proprietor or proprietors *par indivis* and the Company; and the proprietor or proprietors who have so agreed may deliver possession of such land or property to the Company, or empower them to enter upon the same, as the case may be.

XIII. And be it enacted, That so soon as the said map or plan and book of reference shall have been deposited as aforesaid, and notice of its being so deposited shall have been given during at least one calendar month, in the English and French languages, in at least one newspaper published in the City of Montreal, it shall be lawful for the said Company to apply to the several owners of or parties hereby empowered to convey the lands through which such Canal is intended to be carried, or which may suffer damage from the taking of materials, or from the exercise of any of the powers granted to the said Company by this Act, and to agree with such owners or parties respectively, touching the compensation to be paid to them by the said Company for the purchase thereof, and for their respective damages, and to make such agreements and contracts with the said parties touching the said lands, or the compensation to be paid for the same, or for the damages, or as to the mode in which the said compensation shall be ascertained, as to such parties and the said Company shall seem expedient; and in case of disagreement between the said Company and the said owners or parties, or any of them, then all questions which shall arise between them and the said Company shall be settled as follows, that is to say:

The Company to apply to the owners touching the compensation to be paid, &c.

Or the mode of establishing such compensation.

How the same shall be settled when the parties cannot agree.

The deposit of the map or plan and book of reference, and the notice of such deposit, given as aforesaid, shall be deemed a general notice to all such parties as aforesaid, of the lands which will be required for the said Canal and works.

Legal effect of map and book of reference.

The Company shall serve a notice upon the opposite party, containing a description of the lands to be taken, or of the powers intended to be exercised with regard to any lands (describing them,) a declaration that the Company are ready to pay some certain sum (or rent, as the case may be) as compensation for such lands or for the damages arising from the exercise of such power, and the name of a person whom they appoint as their Arbitrator if their offer be not accepted, and such notice shall be accompanied by the certificate of some sworn Surveyor for Lower Canada, desinterested in the matter, and not being the Arbitrator named in the notice, that the land (if the notice relate to the taking of land) is shewn on the map or plan deposited as aforesaid, as being required for the said Canal and works, or as being within the limits of deviation hereby allowed from the line of the said Canal, that he knows such land, or the amount of damages likely to arise from the exercise of such powers, and that the sum so offered is in his opinion a fair compensation for such land and for such damages as aforesaid; and in

Notice to opposite party.

Offer.

Name of Arbitrator.

Certificate of a Surveyor.

Proviso as to estimate of damages.

making the estimate for such compensation, the Surveyor shall, as shall also the Arbitrators hereinafter mentioned, take into consideration and allow for the benefit to accrue from the said Canal to the party to whom compensation is to be made; and in any case where the Company shall have given and served the notice aforesaid, it shall be lawful for them to desist from such notice, and afterwards to give new notice with regard to the same or other lands, to the same or to any other party, but the Company shall in such case be liable to the party first notified for all demands and costs by him incurred in consequence of such first notice and desistment; and no change of ownership after the Company shall have given and served the notice aforesaid, shall affect the preceedings, but the party notified shall be still deemed the owner, except as to the payment of the sum awarded.

If the party be absent or unknown.

If the opposite party be absent from the District in which the land shall be situate, or be unknown to the said Company, then upon application to any Justice of the ~~Court of Queen's Bench or Circuit Judge for the said District~~, accompanied by such certificate as aforesaid, and by an affidavit of some Officer of the Company, that such opposite party is so absent, or that after diligent inquiry the party on whom the notice ought to be served cannot be ascertained, such Justice ~~or Judge~~ shall order a notice as aforesaid (but without the certificate) to be inserted at least three times during one calendar month in some newspaper published in the City of Montreal, to be named by such Justice ~~or Judge~~, in the English or ~~French~~ language, or both, in the discretion of such Justice ~~or Judge~~.

superior court for Lower Canada

Party not accepting offer nor appointing an Arbitrator.

If within ten days after the service of such notice, or within one month after the first publication thereof as aforesaid, the opposite party shall not notify to the Company that he accepts the sum offered by the said Company, or notify to them the name of a person whom he appoints as Arbitrator, then any such Justice ~~or Judge~~ may, on application of the said Company, appoint some sworn Surveyor for Lower Canada to be sole arbitrator for determining the compensation to be paid by the Company.

Opposite party appointing an Arbitrator.

Third Arbitrator.

If the opposite party shall, within the time aforesaid, notify to the said Company the name of the person such party shall appoint as Arbitrator, then the said two Arbitrators shall jointly appoint a third, or if they cannot agree upon a third, (of which fact the allegation of either of them shall be evidence,) then any such Justice ~~or Judge~~ shall, on the application of the said party or of the Company

(previous notice of at least one clear day having been given to the Arbitrator of the other party), appoint a third Arbitrator.

Duties of Arbitrators.

The said Arbitrators or sole Arbitrator, being sworn before a Justice of the Peace faithfully and impartially to perform the duties of their office, shall proceed to ascertain the compensation to be paid by the Company, in such way as they or he or a majority of them shall deem best, and the award of such Arbitrators or of any two of them, or of the sole Arbitrator, shall be final and conclusive: Provided, that no such award shall be made nor any official act done by such majority, except at a meeting held at a time and place of which the other Arbitrator shall have had at least one clear day's notice, or to which some meeting at which the third Arbitrator was present, or of which he shall have had notice, shall have been adjourned; but no notice to the Company or opposite party shall be necessary, but they shall be held sufficiently notified through the Arbitrator they shall have appointed, or whose appointment they shall have required.

Proviso.

Award not to be made except at proper meetings or times.

Costs how paid and taxed.

Provided always, that the award given by any sole Arbitrator shall never be for a less sum than that offered by the Company as aforesaid; and if in any case where three Arbitrators shall have been appointed, the sum awarded be not greater than that offered by the Company, the costs of the Arbitration shall be borne by the opposite party, and deducted from the compensation, otherwise they shall be borne by the Campany, and in either case they may, if not agreed upon, be taxed by such Justice or Judge as aforesaid.

Arbitrators may examine witnesses on oath.

The Arbitrators, or a majority of them, or the sole Arbitrator, may, in their discretion, examine on oath or solemn affirmation, the parties or such witnesses as shall voluntarily appear before him or them, and may administer such oath or affirmation, but this shall not prevent the Arbitrators from acting and deciding upon their personal knowledge of the merits of the case, or from using such knowledge as they shall think just and right: and any wilful false statement made by any witness, under such oath or affirmation, shall be deemed wilful and corrupt perjury, and punishable accordingly.

False statement to be perjury.

Time within which award must be made.

The Justice or Judge by whom any third Arbitrator or sole Arbitrator shall be appointed, shall at the same time fix a day on or before which the award shall be made, and if the same be not made on or before such day, or some other day to which the time for making it shall have been

Time may be prolonged in certain cases.

prolonged, either by the consent of the parties or by the order of any such Justice ~~or Judge~~, (as it may be for reasonable cause shewn, on the application of such sole Arbitrator, or one of the Arbitrators, after one clear day's notice to the others,) then the sum offered by the Company as aforesaid shall be the compensation to be paid by them.

Arbitrators dying, &c.

If the party appointed by any Justice ~~or Judge~~ as third Arbitrator or sole Arbitrator shall die before the award be made, or shall refuse to act or fail to act within a reasonable time, then upon the application of either party, any such Justice ~~or Judge~~ being satisfied by affidavit or otherwise of such disqualification, refusal or failure, may, in his discretion, appoint another in his stead; and, if the Arbitrator appointed by the said Company or by the opposite party shall die before the award shall be made, or shall leave the Province, or become unable to act within a reasonable time, (such fact being ascertained to the satisfaction of some Justice ~~or Judge~~ as attested by his Certificate to that effect,) such Justice ~~or Judge~~ may authorize the said Company or the opposite party (as the case may be) to appoint another in his stead, notifying the other Arbitrators of such appointment, but no recommencement or repetition of any prior proceedings shall be necessary.

Arbitrators not disqualified by certain circumstances.

It shall be no disqualification to the Surveyor or other person offered or appointed as Valuator or as Arbitrator, that he be employed by the Company or by the opposite party, or that he has previously expressed an opinion as to the amount of compensation, or that he be related or of kin to any Member of the Company, provided he be not himself personally interested in the amount of such compensation; and no cause of disqualification shall be urged against any Arbitrator appointed by a Justice ~~of the Court of Queen's Bench or Circuit Judge~~ after his appointment, but shall be made before the same, and its validity or invalidity summarily determined by such Justice ~~or Judge~~; and no cause of disqualification shall be urged against any Arbitrator appointed by the Company, or by the opposite party, after the appointment of a third Arbitrator; and the validity or invalidity of any cause of disqualification urged against any such Arbitrator, before the appointment of a third Arbitrator, shall be summarily determined by any such Justice ~~or Judge~~, on the application of either party, after one clear day's notice to the other, and if such cause be determined to be valid, the appointment shall be null, and the party offering the person so adjudged to be disqualified shall be held to have appointed no Arbitrator.

Cause of disqualification when to be urged.

How tried and determined.

No award made as aforesaid shall be invalidated by any want of form or other technical objection, if the requirements of this Act shall have been substantially complied with, and if the award shall state clearly the sum awarded, and the lands or other property, right or thing for which such sum is to be the compensation; nor shall it be necessary that the party or parties to whom the sum is to be paid be named in the award.

Award not to be avoided by mere want of form, &c.

XIV. And be it enacted, That upon payment or legal tender of the compensation or annual rent so awarded, agreed upon or determined to the party entitled to receive the same, or upon the deposit of the amount of such compensation in the manner hereinafter mentioned, the award or agreement shall vest in the said Company the power forthwith to take possession of the lands, or to exercise the right, or to do the thing for which such compensation or annual rent shall have been awarded or agreed upon; and if any resistance or forcible opposition shall be made by any person or party to their so doing, any such Justice ~~or Judge~~ as aforesaid, may, on proof to his satisfaction that the requirements of this Act have been complied with, issue his Warrant to the Sheriff of the District, or to any Bailiff of the Court ~~of Queen's Bench~~, (as in his discretion may be most suitable,) to put the said Company in possession, and to put down such resistance or opposition, which such Sheriff or Bailiff, taking with him sufficient assistance, shall accordingly do: Provided always, that such warrant of possession may also be granted by any such Justice ~~or Judge~~, upon proof by affidavit to his satisfaction, that immediate possession of the land or power to do the thing in question is necessary to the carrying on of the works of the said Company, the adverse party being summoned by one clear day's notice to appear before such Justice ~~or Judge~~, and the Company giving such security as the said Justice ~~or Judge~~ shall direct, to pay or deposit the sum to be awarded, with interest from the day on which the warrant shall be granted, and all lawful costs, within thirty days after the award shall be made, such security not being for less than twice the sum offered by the Company in the notice to such adverse party.

Possession may be taken on payment, &c., of the sum awarded.

Warrant of possession in case of resistance.

Proviso: Warrant may be had before award on certain conditions.

XV. And be it enacted, That the compensation awarded as aforesaid, or agreed upon by the said Company, and any party who might under this Act validly convey the lands, or then in lawful possession thereof as proprietor, for any lands which might be lawfully taken under this Act without the consent of the proprietor, shall stand in the stead of such land; and any claim to or hypothec or incumbrance

As to claims to or upon lands purchased or taken.

Compensation to stand in the place of the land.

upon the said land, or any portion thereof, shall, as against the said Company, be converted into a claim to the said compensation or to a like proportion thereof, and if the amount of such compensation exceed twenty pounds, they shall be responsible accordingly, whenever they shall have paid such compensation or any part thereof to a party not entitled to receive the same, saving always their recourse against such party: Provided always, that if the said Company shall have reason to fear any such claims, hypothecs or incumbrances, or if any party to whom the compensation or annual rent, or any part thereof, shall be payable, shall refuse to execute the proper conveyance and guarantee, or if the party entitled to claim the same cannot be found, or be unknown to the Company, or if for any other reason the Company shall deem it advisable, it shall be lawful for them to pay such compensation into the hands of the Prothonotary of the ~~Court of Queen's Bench for the District of Montreal~~, with the interest thereon for six months, and to deliver to the said Prothonotary an authentic copy of the conveyance, or of the award or agreement if there be no conveyance, and such award or agreement shall thereafter be deemed to be the title of the said Company to the land therein mentioned, and proceedings shall thereupon be had for the confirmation of the title of the said Company, in like manner as in other cases of confirmation of title, except that in addition to the usual contents of the notice, the Prothonotary shall state that the title of the Company (that is the conveyance, agreement or award) is under this Act, and shall call upon all persons entitled to, or to any part of the land, or representing or being the husbands of any parties so entitled, to file their oppositions for their claims to the compensation or any part thereof, and all such oppositions shall be received and adjudged upon by the Court, and the judgment of confirmation shall forever bar all claims to the lands, or any part thereof, (including dower not yet open,) as well as all hypothecs or incumbrances upon the same; and the Court shall make such order for the distribution, payment or investment of the compensation, and for the securing of the rights of all parties interested as to right and justice, according to the provisions of this Act and to law shall appertain; and the costs of the said proceedings, or any part thereof, shall be paid by the said Company, or by any other party, as the Court shall deem it equitable to order; and if judgment of confirmation be obtained in less than six months from the payment of the compensation to the Prothonotary, the Court shall direct a proportionate part of the interest to be returned to the Company, and if from any error, fault or neglect of the Company it shall not be obtained until after

Proviso. Proceedings if the Company have reason to fear incumbrances, or claims by other parties than the vendor.

Costs and interest, how paid.

the six months have expired, the Court shall order the Company to pay to the proper party the interest for such further period as may be right; Provided always, that if the amount of the said compensation do not exceed twenty pounds, the same may be paid by the Company to the party in whose possession as proprietor the land was at the time the Company took possession thereof, or to any person who may lawfully receive money due to such party, and proof of such payment, and the award, conveyance or agreement, shall be a sufficient title to the said Company, and shall for ever discharge them from all claims of any other party to such compensation or any part thereof, saving always the recourse of such other party against the party who shall have received such compensation.

Proviso: if the compensation do not exceed £20.

XVI. Provided always, and be it enacted, That with regard to any lands which could not be taken without the consent of some party entitled under this Act to convey the same, or in any case in which the requirements of this Act shall not have been complied with, and in all cases where land shall have been taken, or damage shall have been done by the Company, without previously complying with the requirements of this Act, the rights of the Company and of other parties shall be governed by the ordinary rules of law.

Proviso as to cases where this Act shall not have been complied with.

XVII. And be it enacted, That if any land belonging to or in the possession of any Tribe or Body of Indians, be taken or any power be exercised with regard to such lands by the said Company, compensation shall be made to them therefore, in the same manner as is provided with respect to other parties; and that whenever it shall be necessary that arbitrators be chosen for settling the amount of such compensation, the Chief Officer of the Indian Department shall name an arbitrator on behalf of the said Indians, and the amount awarded shall be paid to the said Chief Officer for the use of said Tribe or Body of Indians.

As to Lands belonging to Indian Tribes.

XVIII. And be it enacted, That all suits for indemnity for any damage or injury sustained by reason of the powers and authority given by this Act shall be brought within six calendar months next after the time of such supposed damage sustained, or in case there shall be a continuation of damage, then within six calendar months next after the doing or committing such damage shall cease, and not afterwards.

Actions for indemnity limited.

Penalty on persons obstructing the use of the Canal.

How recoverable and applicable.

XIX. And be it enacted, That if any person shall by any means or in any manner or way whatsoever, obstruct or interrupt the free use of the said Canal or the works incidental or relative thereto or connected therewith, such person shall for every such offence incur a forfeiture or penalty of not less than *one pound five shillings* nor exceeding *ten pounds* currency; one half of which penalty and forfeiture, to be recovered before one or more Justices of the Peace for the District, shall go to the prosecutor or informer, and the other half to Her Majesty, Her Heirs and Successors, and shall be paid into the hands of the Receiver General, and be applied for the public uses of this Province and the support of the Government thereof.

Punishment of persons breaking down, or obstructing or damaging the Canal or works.

XX. And be it enacted, That if any person or persons shall wilfully or maliciously, and to the prejudice of the said Canal or other works authorized to be made by this Act, break, damage or destroy the same, or any part thereof, or any of the houses, warehouses, toll-houses, watch-houses, weigh-beams, cranes, vessels, engines, machines or other works or devices, incidental and relative thereto or connected therewith, or do any other wilful hurt or mischief, to or wilfully or maliciously obstruct the free use of the said Canal or works, or shall obstruct, hinder or prevent the carrying on, completing, supporting and maintaining the said intended Canal or works, such person or persons shall be adjudged guilty of felony, and the Court by and before whom such person or persons shall be tried and convicted shall have power and authority to cause such person or persons to be punished in like manner as felons are directed to be punished by the laws in force in this Province, or in mitigation thereof to award such sentence as the law directs in cases of simple larcency, as to such Court shall seem fitting.

Company to contribute among themselves the necessary sums for carrying on their undertaking.

XXI. And to the end that the said Company may be enabled to carry on so useful an undertaking; Be it enacted, That it shall and may be lawful for the said Company and their successors, to raise and contribute among themselves, in such proportions as to them shall seem meet and convenient, a competent sum of money for the making and completing the said Canal, and all such other works, matters and conveniences as may be found necessary for making, effecting, preserving, improving, completing, maintaining and using the said Canal and other works: Provided always, that the before mentioned John Young, ~~Harrison Stephens, Benjamin Holmes~~, Luther ~~H.~~ Holton, ~~Jason C. Pierce, John M. Davidson~~, William ~~Bristow~~, William Dow, ~~Robert~~

Proviso. Books of subscription to be opened.

Jones, Timothy Follette, Charles Seymour, Eli Chittenden, Le Grand Cannon, James Leslie, Alfred H. Pierce, James Rogers, Henry H. Ross, R. W. Sherman, S. S. Keyes, Jacob Cram, H. Hooker, George E. Kinsland, and M. J. Meyers, Esquires, or any majority of them, shall cause books of subscription to be opened at such places as they shall appoint, for receiving the signatures of persons willing to become subscribers to the said undertaking, and for this purpose they shall give public notice in some newspapers in the English and French languages, of the time and places at which such books will be opened and ready for receiving signatures as aforesaid, and of the Banks by them authorized to receive such subscriptions; and every person who or whose Attorney shall write her or his signature in such book as a subscriber to the said undertaking, and pay such deposit as may be required by the said persons or the majority of them on the sum subscribed for, shall thereby become a Member of the said Corporation, and shall have the same rights and privileges as such, as are hereby conferred on the several persons who are herein mentioned by name as Members of the said Corporation: Provided always, that the sum so raised shall not exceed the sum of Five hundred thousand pounds of this Province, in the whole, except as hereinafter mentioned, and that the money so raised shall be laid out and applied in the first place for and towards the payment and discharge and satisfaction of all fees and disbursements for obtaining and passing this Act, and for making the surveys, plans and estimates incident thereto, and all other expenses relating thereunto, and all the rest, residue and remainder of such money for and towards making, completing and maintaining the said Canal, and other the purposes of this Act, and to no other use, intent or purpose whatever.

Proviso: Capital limited.

Order of charges on the capital.

XXII. And be it enacted, That the said sum of Five hundred thousand pounds, currency, or such part thereof as shall be raised by the several persons hereinbefore named, and by such other person or persons as shall or may at any time become a subscriber or subscribers to the said Canal, shall be divided into equal parts or shares of Twenty-five pounds, currency, per share; and that the shares be deemed personal estate, and shall be transferable as such; and that the said shares shall be and are hereby vested in the said several subscribers and their several and respective heirs, executors, curators, administrators and assigns, proportionally to the sum they and each of them shall severally subscribe and pay thereunto; and all and every the bodies politic, corporate or collegiate, or communities, and all and every

Capital to be divided into shares of £25 each.

To be personal property and transferable.

Rights of Shareholders to profits, &c.

person or persons, their several and respective successors, executors, curators, administrators and assigns, who shall severally subscribe and pay the sum of ~~twenty-five pounds~~, or such sums as shall be demanded in lieu thereof, towards carrying on and completing the said Canal, shall be entitled to and receive, after the said Canal shall be completed, the entire and net distribution of the profits and advantages that shall and may arise and accrue by virtue of the money to be raised, recovered or received by the authority of this Act, in proportion to the number of shares so held; and every body politic, corporate or collegiate, or community, person or persons, having such property or shares in the said undertaking, and so in proportion as aforesaid, shall bear and pay an adequate and proportional sum of money towards carrying on the said undertaking in manner by this Act directed and appointed.

Their liabilities.

If the capital be insufficient, the Company may raise a further sum.

XXIII. And be it enacted, That in case the said sum of Five hundred thousands pounds, currency, hereinbefore authorized to be raised, shall be found insufficient for the purposes of this Act, then and in such case it shall be lawful for the said Company to raise and contribute amongst themselves in manner and form aforesaid, and in such shares and proportions as to them shall seem meet, or by the admission of new subscribers, a further or other sum of money for completing and perfecting the said intended Canal and other works or conveniences incidental or relative thereto, or hereby authorized, not exceeding the sum of Five hundred thousand pounds, currency; and every subscriber towards raising such further or other sum of money, shall be proprietor in the said undertaking, and have a like right of voting in respect of his, her or their shares in the said additional sum so to be raised, and shall also be liable to such obligations, and stand interested in all the profits and powers of the said undertaking, in proportion to the sum he, she or they shall or may subscribe thereto, as generally and extensively as if such other or further sum had been originally raised as a part of the said first sum of Five hundred thousand pounds, currency; any thing herein contained to the contrary notwithstanding.

Company may borrow a limited sum of money;

XXIV. And be it enacted, That the said Company may from time to time lawfully borrow either in this Province or elsewhere, such sum or sums of money ~~not~~ exceeding at any time one ~~fourth~~ part of the amount paid up, as they may find expedient, and at such rate of interest per annum as they may think proper, any thing in the laws of this Province to the contrary notwithstanding; and may make the bonds,

debentures or other securities they shall grant for the sums so borrowed payable either in currency or in sterling, and at such place or places as the Shareholders may deem advisable, and may give security on the tolls, revenues and other property of the said Company for the due payment of the said sums and the interest thereon, but no such debenture if payable to bearer shall be for a less sum than one hundred pounds currency.

And hypothecate their property.

XXV. And be it enacted, That the number of votes to which each proprietor of shares in the said undertaking shall be entitled on every occasion when in conformity to the provisions of this Act the votes of the Members of the said Company are to be given, shall be in the proportion to the number of shares held by him, that is to say: ~~one vote for any less number than five shares, and each holder or proprietor of every five shares and upwards, shall have two votes for every five shares;~~ and all Proprietors of shares may vote by proxy, if they shall see fit, provided that such proxy do produce from his constituent or constituents, an appointment in writing, in the words or to the following effect, that is to say:

Votes of Proprietors according to the number of their shares.

Proprietors may vote by proxy.

"I of
"one of the Members of the *St. Lawrence and Champlain* Form of appointment of proxy.
"*Canal Company*, do hereby nominate, constitute and ap-
"point of to
"be my proxy, in my name, and in my absence to vote or
"give my assent or dissent to any business, matter or thing
"relating to the said undertaking, that shall be mentioned or
"proposed at any meeting of the Members of the said Com-
"pany, or any of them, in such manner as he the said
" shall think proper, according to his
"opinion and judgment, for the benefit of the said under-
"taking, or any thing appertaining thereto. In witness
"whereof, I have hereunto set my hand and seal, the
" day of
"in the year ."

And such vote or votes by proxy shall be as valid as if the principal or principals had voted in person; and whatever question, election of proper Officers, or matters or things shall be proposed, discussed or considered in any public meeting of the Proprietors to be held by virtue of this Act, shall be determined by the majority of votes and proxies then present and so given as aforesaid, and all decisions and acts of any such majority shall bind the said Company, and be deemed the decision and acts of the said Company.

Questions to be decided by majority of votes.

Liabilities of Shareholders limited

XXVI. And be it enacted, That no Member of the said Company shall be in any manner whatsoever liable for or charged with the payment of any debt or demand due by the said Company beyond the extent of his, her or their share in the Capital of the said Company not paid up.

The first General Meeting of the proprietors to be held at Montreal.

XXVII. And be it enacted, That the First General Meeting of the Members of the Company for putting this Act in execution, may be held at Montreal whenever sufficient shares have been subscribed for, provided that public notice thereof be given during one week in at least one newspaper published in the English and at least one published in the French language, and signed by at least three of the subscribers to the said undertaking holding among them at least one hundred shares; and at such said General Meeting, the Members assembled, with such proxies as shall be present, shall choose nine Directors, being each a Proprietor of not less than ~~two~~ shares in the said undertaking, in such manner as is hereinafter directed, and may also proceed to pass such Rules and Regulations and By-Laws as shall seem to them fit, provided they be not inconsistent with this Act, or with the Laws of Lower Canada.

To elect a board of nine Directors

Qualification.

Annual election of Directors.

XXVIII. And be it enacted, That the Directors first appointed (or those appointed in their stead in case of vacancy) shall remain in office until the election of Directors in the month of January of the then next year, and that in the month of January in the said year and each year thereafter, and on such day of the month as shall be appointed by any By-Law, an Annual General Meeting of the Members of the Company shall be held to choose Directors in the room of those whose office may at that time become vacant, and generally to transact the business of the Company; but if at any time it shall appear to any five or more of such Members holding together one hundred shares at least, that for more effectually putting this Act in execution, a Special General Meeting of the Members is necessary to be held, it shall be lawful for such five or more of them to cause fifteen days' notice at least to be given thereof in two public newspapers as aforesaid, or in such manner as the Company shall by any By-Law direct or appoint, specifying in such notice the time and place, and the reason and intention of such Special Meetings, respectively, and the Members are hereby authorized to meet pursuant to such notices, and proceed to the execution of the powers by this Act given them, with respect to the matters so specified only; and all such acts of the Members or the majority of them, at such Special Meetings assembled, such majority

Special Meetings of Proprietors may be called.

Quorum at Special Meetings.

not having either as principals or proxies less than one hundred shares, shall be as valid to all intents and purposes as if the same were done at Annual Meetings: Provided always, that it shall and may be lawful for the said Members at such Special Meetings, (in like manner as at Annual Meetings,) in case of the death, absence, resignation or removal of any person elected a Director to manage the affairs of the said Company in manner aforesaid, to appoint another or others in the room or stead of those of the Directors who may die, resign, or be removed as aforesaid, any thing in this Act to the contrary notwithstanding; but if such appointment be not made, such death, absence or resignation shall not invalidate the acts of the remaining Directors.

Proviso: Vacancies among the Directors how filled.

XXIX. And be it enacted, That at each of the said Annual Meetings of the Members of the said Company, ~~five~~ four of the said Directors shall retire, the order of retirement of the said first elected Directors being decided by ballot, but the Directors then or at any subsequent time retiring shall be eligible for re-election: Provided always, that no such retirement shall have effect, unless the Members shall at any such Annual Meeting proceed to fill up the vacancies thus occurring in the Direction.

Two Directors to retire annually.

Proviso.

XXX. And be it enacted, That the Directors shall, at their first (or at some other) Meeting after the day appointed for the Annual General Meeting in each year, elect one of their members to be the President of the said Company, who shall always (when present) be the Chairman of, and preside at all meetings of the Directors, and shall hold his office until he shall cease to be a Director, or until another President shall be elected in his stead; and the said Directors may in like manner elect a Vice-President who shall act as Chairman in the absence of the President.

Directors to elect a President;

And Vice-President.

XXXI. And be it enacted, That any meeting of the said Directors, at which not less than ~~five~~ four Directors shall be present, shall be competent to use and exercise all and any of the powers hereby vested in the Directors of the said Company: Provided always, that no one Director, though he may be a Proprietor of many shares, shall have more than one vote at any meeting of the Directors, and the President or the Vice-President when acting as Chairman, or any temporary Chairman, who in case of the absence of the President and Vice-President, may be chosen by the Directors present, shall, when presiding at a meeting of the Directors in case of a division of equal numbers, have the casting vote, and no other; and provided also, that the

Five Directors to be a *Quorum*.

Proviso.

Casting vote of Chairman.

Proviso: Directors subjected to the control of Meetings.

Directors shall from time to time be subject to the examination and control of the said Annual and Special Meetings of the said Members as aforesaid, and shall pay due obedience to all By-laws of the Company and to such orders and directions, in and about the premises, as they shall from time to time receive from the said Members at such Annual or Special Meetings; such orders and directions not being contrary to any express directions or provisions in this Act contained: And provided also, that the Act of any majority of a *quorum* of the Directors present at any meeting regularly held shall be deemed the act of the Directors.

Proviso: Acts of a majority to be valid.

No contractor, &c., to be a Director.

XXXII. Provided always, and be it enacted, That no person concerned or interested in any contract or contracts, under the said Company, shall be capable of being chosen a Director, or of holding the office of Director.

Three auditors to be appointed yearly to audit all accounts.

XXXIII. And be it enacted, That every such Annual Meeting shall have power to appoint not exceeding three Auditors to audit all accounts of money laid out and disbursed on account of the said undertaking, by the Directors and Managers and other officer and officers to be by the said Directors appointed, or by any other person or persons whatsoever, employed by or concerned for or under them, in and about the said undertaking; and to that end, the said Auditors shall have power to adjourn themselves over from time to time and from place to place, as shall be thought convenient by them: and the said Directors chosen under the authority of this Act, shall have power from time to time to make such call or calls of money from the Proprietors of the said Canal and other works, to defray the expense of, or to carry on the same, as they from time to time shall find wanting and necessary for those purposes: Provided however, that no call do exceed the sum of ~~five~~ twenty pounds current money of this Province, for every share of ~~twenty-five pounds~~ currency; and provided also, that no calls be made but at the distance of at least three calendar months from each other: And the said Directors shall have full power and authority to direct and manage all and every the affairs of the said Company as well in contracting for and purchasing lands, rights and materials for the use of the said Company, as in employing, ordering and directing the work and workmen, and in placing and removing managers, officers, clerks, servants and agents, and in making all contracts and bargains touching the said undertaking; and to affix or authorize the Secretary or his Deputy to affix the Common Seal of the Company to any act, deed, by-laws, notice or other document whatsoever; and any such act, deed, by-laws, notice or

Power of the Directors to make calls.

Proviso: Calls, how to be made.

Other powers of the Directors.

other document bearing the Common Seal of the Company, and signed by the President, Vice-President, or any Director, or by any Officer by order of the Directors, shall be deemed the act of the Directors and of the Company, nor shall the authority of the signer of any document purporting to be so signed and sealed, to sign the same and affix the said Seal thereto, be liable to be called in question by any party except the Company: and the Directors shall have such other and further powers as, being vested in the Company by this Act, shall be conferred upon the said Directors by the By-laws of the Company, except such as are hereby expressly directed to be exercised by the Members at Annual or Special Meetings.

Further powers may be conferred by By-law.

XXXIV. And be it enacted, That each owner or owners of one or more shares in the said undertaking shall pay his, her or their shares and proportion of the money to be called for as aforesaid, to such Bankers, and at such time and place as the said Directors shall appoint and direct, of which notice shall be given by at least four insertions thereof in the course of three months, in two newspapers as aforesaid, or in such other manner as the Members of the said Company shall by any By-law direct or appoint; and if any person or persons shall neglect or refuse to pay his, her or their ratable or proportional part or share of the said money to be called for as aforesaid, at the time and place so appointed, he, she or they, neglecting or refusing shall forfeit a sum not exceeding the rate of five pounds for every one hundred pounds of his, her or their respective share or shares in the said undertaking: and in case such person or persons shall neglect to pay his, her or their ratable calls as aforesaid, for the space of six calendar months after the time appointed for the payment thereof as aforesaid, then he, she or they shall forfeit his, her and their respective share and shares in the said undertaking and all the profit and benefit thereof and all money paid therein; all which forfeitures shall go to the rest of the Proprietors of the said undertaking, their successors and assigns, for the benefit of the said Proprietors in proportion to their respective interests; and in every case such calls shall be payable with interest from the time the same shall be so appointed to be paid until the payment thereof: Provided always, that in case any person or persons shall neglect or refuse to pay any such call or calls at the time and in the manner required for that purpose, it shall be lawful for the said Company to sue for and recover the same with interest and costs in any Court of Law having competent jurisdiction; and in any such action it shall be sufficient to allege and to prove by any one witness

Shareholders bound to pay calls.

Penalty for neglect.

Forfeiture for not paying calls.

Proviso: Amounts of calls may be sued for.

What shall be alleged and proved in such suit.

whether in the employ of the Company or not, that the defendant is the proprietor of a share (or of any number of shares, stating such number) in the stock of the said Company; that certain sums of money were duly called for upon such share or shares by the said Company, under the authority of and in the manner provided by this Act, and were due and payable at a certain time or times, whereby an action hath accrued to the said Company to recover such sum or sums with interest and costs; and the production of the newspapers containing such calls shall be evidence that the same were made as therein stated; and neither in such action, nor in any other action, suit or legal proceeding by the Company, shall the election of the Directors, or the authority of them, or of the Attorney or Solicitor acting in the name of the Company, be called in question except by the Company, nor shall it in any such case be necessary to name the Directors or any of them, or to mention any other special matter whatever, and the defendant shall not plead the general issue, but may by a plea in denial traverse any particular matters of fact alleged in the declaration or specially plead some particular matters of fact in confession and avoidance.

Forfeiture to be declared at some General Meeting.

XXXV. Provided always and be it enacted, That no advantage shall be taken of the forfeiture of any share or shares of the said undertaking, unless the same shall be declared to be forfeited at some Annual or Special Meeting of the said Company, assembled after such forfeiture shall be incurred; and every such forfeiture shall be an indemnification to and for every Proprietor so forfeiting against all action and actions, suits or prosecutions whatever, to be commenced or prosecuted for any breach of contract or other agreement between such Proprietor and the other Proprietors with regard to carrying on the said Canal or undertaking.

Company may remove any Director.
And so of Officers.
May make By-laws, &c.

XXXVI. And be it enacted, That the said Company shall always have power and authority at any General Meeting assembled as aforesaid, to remove any person or persons chosen upon such Board of Directors as aforesaid, and to elect others to be Directors in the room of those who shall die, resign or be removed, and to revoke, alter, amend or change any of the By-laws or orders prescribed with regard to their proceedings amongst themselves (the method of calling General Meetings, and the time and place of assembling, and manner of voting and of appointing Directors, only excepted,) and shall have power to make such new Rules, By-laws and Orders, for the good government of the

said Company and their servants, agents and workmen, for the good and orderly making, maintaining and using the said Canal and all other works connected therewith, or belonging thereto, or hereby authorized, and for the well governing of all persons and vessels whatsoever travelling upon or using the said Canal and other works, or transporting any goods, wares, merchandize or other commodities thereon; and by such By-laws to impose and inflict such fines or forfeitures upon the persons guilty of a breach of such By-laws, or Orders, as to such general meeting shall seem meet, not exceeding the sum of ten pounds, current money of this Province, for every offence; such fines or forfeitures to be levied and recovered by such ways and means as are hereinafter mentioned; which said By-laws and Orders being put into writing under the common seal of the said Company, shall be kept in the office of the Company, and a printed or written copy of so much of them as may relate to or affect any party other than members or servants of the Company, shall be affixed openly in the office of the said Company and in all and every of the places where Tolls are to be gathered, and in like manner as often as any change or alteration shall be made to the same; and the said By-laws and Orders so made and published as aforesaid, shall be binding upon and observed by all parties, and shall be sufficient in any Court of Law or Equity to justify all persons who shall act under the same, and any copy of the said By-laws or any of them purporting to be certified as correct by the President or some person authorized by the Directors to give such certificate, and to bear the common seal of the Company, shall be deemed authentic, and shall be received as evidence of such By-laws in any Court without further proof. *Provided always*, that no By-law of the said Company fixing or altering the rate of Tolls on the said Canal, or affecting others than the members or officers of the said Company shall have force or effect until it shall have been confirmed by the Governor in Council.

Penalties under By-laws limited.

By-laws to be in writing, and published.

Certified copies to be evidence.

Proviso: certain By-laws to be subject to approval of the Governor in Council.

XXXVII. And be it enacted, That it shall and may be lawful to and for the several proprietors of the said Canal or undertaking to sell or dispose of his, her or their share or shares therein, subject to the rules and conditions herein mentioned; and every purchaser shall have a duplicate of the deed of bargain and sale and conveyance made unto him or her, and one part of such deed, duly executed by seller and purchaser, shall be delivered to the said Directors or their Secretary for the time being, to be filed and kept for the use of the said Company, and an entry thereof shall be made in a book or books to be kept by the said Secretary for that

Proprietors of the said Canal may dispose of their shares, and how.

Transfer to be notified to the Company.

purpose, for which no more than one shilling and three pence shall be paid, and the said Secretary is hereby required to make such entry accordingly; and until such duplicate of such deed shall be so delivered to the said Directors or their Secretary, and filed and entered as above directed, such purchaser or purchasers shall have no part or share of the profits of the said undertaking, nor any interest for the said share or shares, paid unto him, her or them, nor any vote as a proprietor or proprietors.

Form of the transfer of Shares.

XXXVIII. And be it enacted, That the sale of the said shares shall be in the form following, varying the names and descriptions of the contracting parties as the case may require:

The form.

"I, A. B., in consideration of the sum of
"paid to me by C. D., of
"do hereby bargain, sell and transfer to the said C. D.,
"share (*or* shares) of the stock
"of the *St. Lawrence and Champlain Canal Company*, to
"hold to him the said C. D., his heirs, executors, curators,
"administrators and assigns, subject to the same rules and
"orders, and on the same conditions that I held the same
"immediately before the execution hereof. And I, the said
"C. D., do hereby agree to accept of the said
"share (*or* shares) subject to the same rules, orders and
"conditions. Witness our hands and seals, this
"day of , in the year ."

Proviso:

Provided always, that no such transfer of any share shall be valid until enregistered in a transfer book to be kept for that purpose, nor until all calls or instalments then due thereon shall have been paid up.

Directors may appoint a Treasurer and Clerks, &c.

XXXIX. And be it enacted, That it shall and may be lawful to and for the said Directors, and they are hereby authorized to nominate and appoint the Bankers, Secretary, Treasurer, Solicitor and Servants of the said Company, taking such security for the due execution of their respective offices as the said Directors shall think proper; and in proper books shall be kept a true and perfect account of the names and places of abode of the several members of the said Company, and of the several persons who shall from time to time become owners and proprietors of, or entitled to any share or shares therein, and of all the acts, proceedings and transactions of the said Company and of the Directors for the time being, by virtue of and under the authority of this Act.

Duty of the Clerk.

Company may establish Tolls on the Canal.

XL. And be it enacted, That it shall and may be lawful to and for the said Company from time to time, and at all times hereafter, to ask, demand, take and recover, to and for their own proper use and behoof, for all passengers, goods, wares, merchandize and commodities, of whatever description, transported upon the said Canal, or vessels using the same, such Tolls as they may deem expedient; which said Tolls shall be from time to time fixed and regulated by By-laws of the Company, or by the Directors if thereunto authorized by the said By-laws, and shall be paid to such person or persons, and at such place or places near to the said Canal, in such manner and under such regulations as the said Company or the said Directors shall direct and appoint; and in case of denial or neglect of payment of any such rates or dues, or any part thereof on demand, to the person or persons appointed to receive the same as aforesaid, the said Company may sue for and recover the same in any Court having competent jurisdiction, or the person or persons to whom the said rates or dues ought to be paid, may and he is, and they are hereby empowered to seize and detain such vessels, goods, wares, merchandize or other commodities, for or in respect whereof such rates or dues ought to be paid, and detain the same until payment thereof: and in the meantime the said vessels, goods, wares, merchandize, or other commodities shall be at the risk of the owner or owners thereof; and the said Company or the said Directors shall have full power, from time to time, at any General Meeting, to lower or reduce all or any of the said Tolls, and again to raise the same, as often as it shall be deemed necessary for the interests of the said undertaking; Provided always, that the same Tolls shall be payable at the same time and under the same circumstances upon all vessels, and goods, and upon all persons, so that no undue advantage, privilege or monopoly may be afforded to any person or class of persons by any By-law relating to the said Tolls.

How recovered if not duly paid.

Seizure of goods, &c.

Tolls may be lowered and again raised.

Proviso: against monopoly.

Account of profits to be annually made up at certain periods.

XLI. And in order to ascertain the amount of the clear profits of the said undertaking; Be it enacted, That the said Company, or the Directors for managing the affairs of the said Company, shall and they are hereby required to cause a true, exact and particular account to be kept and semi-annually made up and balanced to the first day of January and the first day of July in each year, of the money collected and received by the said Company, or by the Directors or Managers and Servants of the said Company, or otherwise for the use of said Company, by virtue of this Act, and of the charges and expenses attending the erecting, making, supporting, maintaining and carrying on

Dividends to be made from time to time.

their works, and all other receipts and expenditure of the said Company or the said Directors; and at the General Meetings of the Members of the said Company, to be from time to time holden as aforesaid, a dividend shall be made out of the clear profits of the said undertaking, unless such meetings shall declare otherwise; and such dividend shall be at and after the rate of so much per share upon the several shares held by the Members of the said Company, as such meeting or meetings shall think fit to appoint or determine: Provided always, that no dividend shall be made whereby the capital of the said Company shall be in any degree reduced or impaired, nor shall any dividend be paid in respect of any share, after a day appointed for payment of any call for money in respect thereof, until such call shall have been paid.

Proviso. Capital not to be impaired.

Fractions in distance of weight calculated.

XLII. Provided always, and be it enacted, That in all cases where there shall be a fraction of a mile in the distance which vessels, goods, wares, merchandize, or other commodities or passengers shall be conveyed or transported on the said Canal, such fraction shall in ascertaining the said rates be deemed and considered as a whole mile, and that in all cases where there shall be the fraction of a ton in the weight of any such goods, wares, merchandize or other commodities, a proportion of the said rates shall be demanded and taken by the said Company, to the number of quarters of a ton contained therein; and in all cases where there shall be a fraction of a quarter of a ton, such fraction shall be deemed and considered as a whole quarter of a ton.

Tables of Tolls to be publicly affixed.

XLIII. Provided always, and be it enacted, That the said Company shall from time to time print and stick up, or cause to be printed and stuck up in their office, and in all and every of the places where the Tolls are to be collected, in some conspicuous place there, a printed board or paper ascertaining all the Tolls payable under this Act.

Proviso as to services to the government.

XLIV. Provided always, and be it enacted, That any enactments which the Legislature of this Province may hereafter deem it expedient to make, with regard to the exclusive use of the Canal by the Government at any time, or the carriage of Her Majesty's Mail or Her Majesty's Forces and other persons and articles, or the rates to be paid for carrying the same, or in any way respecting the use of any Electric Telegraph, or other service to be rendered by the Company to the Government, shall not be deemed an infringement of the privileges intended to be conferred by this Act.

Company to make fences, &c., if required.

XLV. And be it enacted, That the said Company shall within six calendar months after any lands shall be taken for the use of the said Canal or undertaking, and if thereunto required by the proprietors of the adjoining lands respectively, but not otherwise, divide and separate, and keep constantly divided and separated, the lands so taken from the lands or grounds adjoining thereto, with a sufficient post and rail, hedge, ditch, bank or other fence sufficient to keep off hogs, sheep, and cattle, to be set and made on the lands or grounds which shall be purchased by, conveyed to, or vested in the said Company as aforesaid, and shall at their own costs and charges, from time to time, maintain, support, and keep in sufficient repair the said posts, rails, hedges, ditches, trenches, banks and other fences so set up and made as aforesaid.

Canal to be measured and miles marked.

XLVI. And be it enacted, That so soon as conveniently may be after the said Canal shall be completed, the said Company shall cause the same to be measured, and stones or posts, with proper inscriptions on the sides thereof denoting the distance, to be erected and maintained at the distance of every mile from each other.

Treasurer, Receiver and Collector to give security.

XLVII. And be it enacted, That the said Company shall and are hereby required and directed to take sufficient security, by one or more bond or bonds, in a sufficient penalty or penalties, from their Managers and Collectors for the time being of the money to be raised by virtue of this Act, for the faithful execution by such Managers and Collectors of his and their office and offices respectively.

Forfeitures under this Act, how recovered and applied, when not otherwise provided for.

XLVIII. And be it enacted, That all fines and forfeitures imposed by this Act, or which shall be lawfully imposed by any By-laws to be made in pursuance thereof, (of which By-laws, when produced, all Justices are hereby required to take notice,) the levying and recovering of which fines and forfeitures are not particularly herein directed, shall, upon proof of the offence before any one or more Justice or Justices of the Peace for the District, either by the confession of the party or parties, or by the oath or affirmation of any one credible witness (which oath or affirmation such Justice or Justices are hereby empowered and required to administer without fee or reward,) be levied with costs by distress and sale of the offender's goods and chattels, by warrant under the hand and seal or hands and seals of such Justice or Justices; and all such fines, forfeitures or penalties by this Act imposed or authorized to be imposed, the application whereof is not hereinbefore particularly directed, shall be paid into the hands of the Company, and

Levy by distress and sale of goods and chattels.

shall be applied and disposed of for the use of the said Canal or undertaking, and the overplus of the money raised by such distress and sale, after deducting the penalty and the expenses of the levying and recovering thereof, shall be rendered to the owner of the goods so distrained and sold;

Imprisonment for want of sufficient chattels.

for want of sufficient goods and chattels whereof to levy the said penalty and expenses, the offender shall be sent to the Common Gaol for the District wherein he is convicted, there to remain without bail or mainprize for such term not exceeding one month as such Justice or Justices shall think proper, unless such penalty and forfeitures, and all expenses attending the same, shall be sooner paid and satisfied.

Appeal to the General Sessions.

XLIX. And be it enacted, That if any person or persons shall think himself, herself or themselves aggrieved by any thing done by any Justice or Justices of the Peace in pursuance of this Act, every such person or persons may within four calendar months after the doing thereof, appeal to the Justices of the Peace at the General Quarter or General Sessions to be holden in and for the District.

Limitation of actions for things done under this Act.

L. And be it enacted, That if any action or suit shall be brought or commenced against any person or persons for any thing done or to be done in pursuance of this Act, or in the execution of the powers and authorities or of the orders and directions hereinbefore given or granted, every such action or suit shall be brought or commenced within six calendar months next after the fact committed; or in case there shall be a continuation of damage, then within six calendar months next after the doing or committing such damage shall cease, and not afterwards.

As to contravention of this Act not otherwise punishable.

LI. And be it enacted, That any contravention of this Act by the said Company or by any other party, for which no punishment or penalty is herein provided, shall be a misdemeanor, and shall be punishable accordingly; but such punishment shall not exempt the said Company (if they be the offending party) from the forfeiture of this Act and the privileges hereby conferred on them, if by the provisions thereof or by law the same be forfeited by such contravention.

Her Majesty may assume the Canal on certain conditions.

LII. And be it enacted, That Her Majesty, Her Heirs and Successors may at any time ~~after fifteen years~~ from the complete construction of the said Canal assume the possession and property thereof, and of all the property which the said Company is hereby empowered to hold and shall then have, and of all the rights, privileges and advantages vested by this Act in the said Company, (all which shall after such

assumption be vested in Her Majesty, Her Heirs and Successors,) on giving to the said Company two years' notice of the intention to assume the same, and on paying to the said Company, ~~within three months of the expiration of such notice the whole current amount of their Capital Stock according to its value at that time, and fifteen per cent. additional thereon.~~

Map and book of reference to be deposited, and the Canal completed within certain periods, or this Act to be void.

LIII. And be it enacted, That the said Company, to entitle themselves to the benefits and advantages to them granted by this Act, shall and they are hereby required to make and deposit the map or plan and book of reference mentioned in this Act within eighteen months after the passing thereof, and to make and complete the said Canal from the River St. Lawrence to Lake Champlain or the River Richelieu in manner aforesaid, as soon as possible from the passing of this Act; and if the said map or plan and book of reference be not so made and deposited within the said eighteen months, or if the whole of the Stock of the said Company be not subscribed and at least ten per centum thereon paid up and either expended for the purposes of this Act, or deposited in some chartered Bank or Banks in this Province within three years from the passing of this Act, or if the said Canal shall not be so made and completed within the period of five years, so as to be used by the public as aforesaid, then and in either case this Act and every matter and thing therein contained, shall cease and be utterly null and void.

Company annually to submit detailed accounts to the Legislature.

LIV. And be it enacted, That the said Company shall annually submit to the three Branches of the Legislature, within the first fifteen days after the opening of each Session of the Provincial Parliament, after the opening of the said Canal or any part thereof to the public, a detailed and particular account, attested upon oath, of the moneys by them received and expended under and by virtue of this Act, with a classified statement of the amount of tonnage and of the vessels, passengers and freight that have been conveyed along the said Canal; and no further provisions which the Legislature may hereafter make with regard to the form or details of such account, or the mode of attesting or rendering the same, shall be deemed an infringement of the privileges hereby granted to the Company.

Further provision may be made.

Saving of Her Majesty's rights, &c.

LV. And be it enacted, That nothing herein contained shall affect or be construed to affect, in any manner or way whatsoever, the rights of Her Majesty, Her Heirs and Successors, or of any person or persons, or of any bodies politic, corporate or collegiate, such only excepted as are herein mentioned.

What must be done before commencing operations.

LVI. And be it enacted, That the said Company shall not proceed to break ground or commence the construction of the said Canal until shares to the amount of two hundred thousand pounds shall have been taken in the Capital Stock of the said Company, and ten per cent. thereon shall have been paid into the hands of the Treasurer or Banker of the said Company, nor until the said election of Directors hereinbefore in that behalf provided shall have been held.

Company not exempted from any general Canal law.

LVII. And be it enacted, That nothing herein contained shall be construed to except the Canal by this Act authorized to be made, from the provisions of any general Act, which may be passed during the present or any future Session of Parliament, and no further provision which the Legislature of the Province may make for the enforcing any of the provisions of this Act, or for protecting, the public or the right of private parties, shall be deemed an infringement of the rights of the said Company.

Public Act.

LVIII. And be it enacted, That this Act shall be deemed and taken to be a Public Act, and as such shall be judicially taken notice of by all Judges, Justices of the Peace and others, without being specially pleaded.

MONTREAL: Printed by STEWART DERBISHIRE & GEORGE DESBARATS, Printer to the Queen's Most Excellent Majesty.

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